

Fill in this information to identify your case:

United States Bankruptcy Court for the:

EASTERN DISTRICT OF VIRGINIA

Case number (if known) Chapter 7

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	ClubX, LLC	
2. All other names debtor used in the last 8 years Include any assumed names, trade names and doing business as names	FKA Sport & Health Clubs, L.C.	
3. Debtor's federal Employer Identification Number (EIN)	54-1959156	
4. Debtor's address	Principal place of business c/o David C. Canfield, Esq. Bean Kinney & Korman, P.C. 2311 Wilson Blvd., Suite 500 Arlington, VA 22201-5422 Number, Street, City, State & ZIP Code Arlington County	Mailing address, if different from principal place of business 451 Hungerford Dr., Suite 700 Rockville, MD 20850-5121 P.O. Box, Number, Street, City, State & ZIP Code Location of principal assets, if different from principal place of business Number, Street, City, State & ZIP Code
5. Debtor's website (URL)		
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify:	

Debtor ClubX, LLC
Name

Case number (if known) _____

7. Describe debtor's business A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing? Check one:

- ☒ Chapter 7
- ☐ Chapter 9
- ☐ Chapter 11. Check **all** that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☒ No
- ☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor	_____	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor ClubX, LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention? (Check all that apply.)**☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☒ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☒ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor ClubX, LLC
Name

Case number (if known) _____

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 5, 2020
MM / DD / YYYY

X /s/ Thomas D. W. Fauquier
Signature of authorized representative of debtor

Title CEO

Thomas D. W. Fauquier
Printed name

18. Signature of attorney

X /s/ Steven B. Ramsdell,
Signature of attorney for debtor

Date November 5, 2020
MM / DD / YYYY

Steven B. Ramsdell, 33222
Printed name

Tyler, Bartl & Ramsdell, PLC
Firm name

300 N. Washington St.
Suite 310
Alexandria, VA 22314
Number, Street, City, State & ZIP Code

Contact phone (703) 549-5000

Email address _____

33222 VA
Bar number and State

Alexandria Two Associates, LP
c/o William Eacho
6223 Kennedy Dr.
Chevy Chase, MD 20815

Bethesda-Chevy Chase Racquet
c/o Promark Partners
450 Hungerford Dr., Suite 700
Rockville, MD 20850

Brafferton Owner, LLC
c/o MD Financial Investors Inc
2800 Quarry Lake Dr., # 340
Baltimore, MD 21209

Brambletown Town Center Assoc.
c/o Suave Enterprises, LLC
3400 E. Lafayette
Detroit, MI 48207

CESC Gateway One, LLC
c/o JBG SMITH Mgmt. Services
4747 Bethesda Ave., Suite 200
Bethesda, MD 20814

CESC Gateway Two, LLC
c/o JBG SMITH Mgmt. Services
4747 Bethesda Ave., Suite 200
Bethesda, MD 20814

Douglas Development Corp.
702 H St., NW, Suite 400
Washington, DC 20001

Evergreen Square Limited
c/o Core Development Group
24012 Frederick Rd.
Clarksburg, MD 20871

FC Ballston Commons, LLC
600 Superior Ave. East
Suite 1500
Cleveland, OH 44114-2619

Fitness Complex, LLC
c/o Tri Borough Management
1509 Dodona Terrace, Suite 205
Leesburg, VA 20175

JBG/Woodbridge Retail LLC
c/o JBG Rosenfeld Retail Prop.
4445 Willard Ave., Suite 400
Chevy Chase, MD 20815

K and W, LC
194 Serenity View Ln.
Middletown, VA 22645

Leon Koutsouftikis, Esq.
Magruder Cook Koutsouftikis
1889 Preston White Dr., #200
Reston, VA 20191

Market Square at Frederick LLC
c/o JBGR/TRS, LLC
4747 Bethesda Ave., Suite 200
Bethesda, MD 20814

Michael W. Robinson, Esq.
Venable LLP
8010 Towers Crescent Dr., #300
Vienna, VA 22182

Real Property Advisors, LLC
451 Hungerford Dr., Suite 700
Rockville, MD 20850

Russell Avenue Operating, LLC
c/o Promark Partners
451 Hungerford Dr., Suite 700
Rockville, MD 20850

Sport & Health Holdings, LLC
451 Hungerford Dr., Suite 700
Rockville, MD 20850

Sport and Health Virginia
Properties, LC
6726 Curran St., Suite 300
McLean, VA 22102

Target Corporation
Property Development TPN 12 Fl
1000 Nicollet Mall
Minneapolis, MN 55403

Third Crystal Park Assoc.
c/o JBG SMITH Mgmt. Services
4747 Bethesda Ave., Suite 200
Bethesda, MD 20814

US Fitness Holdings, LLC
6726 Curran St., Suite 300
McLean, VA 22102

Worldgate Centre
c/o Rappaport
8405 Greensboro Dr., 8th Fl.
McLean, VA 22102-5121

**United States Bankruptcy Court
Eastern District of Virginia**

In re ClubX, LLC

Debtor(s)

Case No.
Chapter

7

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for ClubX, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Sport & Health Holdings, LLC
451 Hungerford Dr., Suite 700
Rockville, MD 20850-5121

☐ None [*Check if applicable*]

November 5, 2020

Date

/s/ Steven B. Ramsdell,

Steven B. Ramsdell, 33222

Signature of Attorney or Litigant

Counsel for ClubX, LLC

Tyler, Bartl & Ramsdell, PLC

300 N. Washington St.

Suite 310

Alexandria, VA 22314

(703) 549-5000 Fax:(703) 549-5011